

RECORDATION NO. _____ Filed & Recorded

DEC 7 1972 -3 40 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED

DEC 7 3 36 PM '72

I.C.C.
FEE OPERATION BR.

6815-B

Amendment Agreement dated as of November 30, 1972, among General Electric Company (hereinafter called the Builder), First Western Bank and Trust Company, as Trustee under Trust Agreement No. 2 dated as of November 1, 1972, with First National Bank in St. Louis (hereinafter called the Vendee), and Burlington Northern Inc. (hereinafter called the Railroad).

WHEREAS the Builder, the Railroad and the Vendee have entered into a Conditional Sale Agreement No. 2 dated as of November 1, 1972 (hereinafter called the Conditional Sale Agreement), covering the sale of 15 locomotives;

WHEREAS the Vendee and the Railroad have entered into a Lease of Railroad Equipment No. 2 dated as of November 1, 1972 (hereinafter called the Lease); and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement and the Lease;

NOW, THEREFORE, in consideration of the mutual covenants and agreement herein contained, the parties hereto hereby agree as follows:

1. Annex B to the Conditional Sale Agreement and Schedule A to the Lease are hereby amended to change the description of the locomotives subject thereto as provided

in Exhibit 1 hereto.

2. The Railroad will promptly cause this Amendment Agreement to be filed, recorded, and deposited in like manner as the Conditional Sale Agreement and the Lease.


3. Except as amended hereby, the Conditional Sale Agreement and the Lease shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in counterparts and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

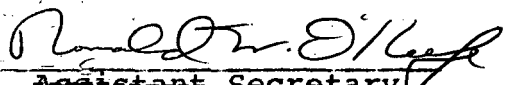
GENERAL ELECTRIC COMPANY,

by


Manager--Marketing, Locomotive Products Department

[Corporate Seal]

Attest:


~~Assistant~~ Secretary
Attesting

FIRST WESTERN BANK AND TRUST COMPANY,
as Trustee under Trust Agreement No. 2
dated as of November 1, 1972,

by

Vice President and Trust Officer

[Corporate Seal]

Vice President and Trust Officer

Attest:

Assistant Secretary

BURLINGTON NORTHERN INC.,

by

Vice President

[Corporate Seal]

Attest:

Secretary

COMMONWEALTH OF PENNSYLVANIA,)

COUNTY OF ERIE,

) ss.:
)

On this 5th day of December 1972, before me personally appeared C.S. Bressler, to me personally known, who, being by me duly sworn, says that he is Manager--Marketing, Locomotive Products Department of General Electric Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Margaret M. Frew
Notary Public

[NOTARIAL SEAL]

My Commission expires:

MARGARET M. FREW, Notary Public
Erie, Erie Co., Pa.
My Commission Expires June 7, 1976

STATE OF CALIFORNIA,)
) ss.:
COUNTY OF SAN FRANCISCO,)

On this day of December 1972, before me personally appeared and

, to me personally known, who, being by me duly sworn, says that each is a Vice President and Trust Officer of First Western Bank and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and each acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission expires:

STATE OF MINNESOTA,)
) ss.:
COUNTY OF RAMSEY,)

On this day of December 1972, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission expires:

EXHIBIT 1

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Estimated Time and Place of Delivery</u>
3000 HP Model U30C diesel locomotives	3390D	Erie, Pennsylvania	5	5335 5339	\$332,671	\$1,663,355	Prior to December 31, 1972 at Cicero, Illinois
			9	5341 5349	328,996	2,960,964	
			2	5350 5351	329,286	658,572	
			<u>16</u>			<u>\$5,282,891</u>	
			<u>Total:</u>				

Amendment Agreement dated as of November 30, 1972, among General Electric Company (hereinafter called the Builder), First Western Bank and Trust Company, as Trustee under Trust Agreement No. 2 dated as of November 1, 1972, with First National Bank in St. Louis (hereinafter called the Vendee), and Burlington Northern Inc. (hereinafter called the Railroad).

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WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement and the Lease;

NOW, THEREFORE, in consideration of the mutual covenants and agreement herein contained, the parties hereto hereby agree as follows:

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in Exhibit 1 hereto.

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IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

GENERAL ELECTRIC COMPANY,

by

Manager--Marketing, Loco-
motive Products Department

[Corporate Seal]

Attest:

Assistant Secretary

FIRST WESTERN BANK AND TRUST COMPANY,
as Trustee under Trust Agreement No. 2
dated as of November 1, 1972,

by

James M. Knowles
Vice President and Trust Officer

Shirley A. Jones
Vice President and Trust Officer

[Corporate Seal]

Attest:

Howard H. McElhattan
Assistant Secretary

BURLINGTON NORTHERN INC.,

by

Vice President

[Corporate Seal]

Attest:

Secretary

COMMONWEALTH OF PENNSYLVANIA,))
COUNTY OF ERIE,) ss.:

On this day of December 1972, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is Manager--Marketing, Locomotive Products Department of General Electric Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

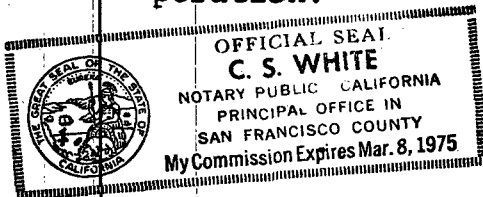
Notary Public

[NOTARIAL SEAL]

My Commission expires:

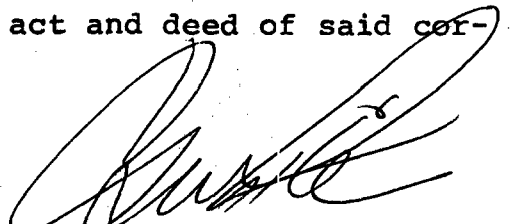
STATE OF CALIFORNIA,)
CITY AND) SS.:
COUNTY OF SAN FRANCISCO,)

On this 5th day of December 1972, before me personally appeared James M. Knowles and Sarah F. Turner , to me personally known, who, being by me duly sworn, says that he/she is a Vice President or a Trust Officer of First Western Bank and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and each acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[NOTARIAL SEAL]

My Commission expires:


Notary Public

STATE OF MINNESOTA,)
) ss.:
COUNTY OF RAMSEY,)

On this day of December 1972, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission expires:

EXHIBIT 1

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Total:			16			\$5,282,891	

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GENERAL ELECTRIC COMPANY,

by

Manager--Marketing, Loco-
motive Products Department

[Corporate Seal]

Attest:

Assistant Secretary

FIRST WESTERN BANK AND TRUST COMPANY,
as Trustee under Trust Agreement No. 2
dated as of November 1, 1972,

by

Vice President and Trust Officer

[Corporate Seal]


Attest:

Vice President and Trust Officer

Assistant Secretary

BURLINGTON NORTHERN INC.,

by



Vice President

[Corporate Seal]

Attest:



Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA,)

COUNTY OF ERIE,

) ss.:
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Notary Public

[NOTARIAL SEAL]

My Commission expires:

STATE OF CALIFORNIA,)
)
) SS.:
COUNTY OF SAN FRANCISCO,)

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Notary Public

[NOTARIAL SEAL]

My Commission expires:

STATE OF MINNESOTA,)

SS. :

COUNTY OF RAMSEY,)

On this day of December 1972, before me person-

ally appeared W.N. Erzen , to me personally

known, who, being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public:

My Commission expires:

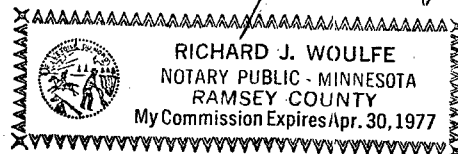


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